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Proposed Counsel for the  
Official Committee of Unsecured Creditors

**UNITED STATES BANKRUPTCY COURT**

**DISTRICT OF NEVADA**

In re:

RODEO CREEK GOLD, INC.,

- ☐ Affects this Debtor  
☒ Affects all Debtors  
☐ Affects Antler Peak Gold Inc.  
☐ Affects Hollister Venture Corporation  
☐ Affects Touchstone Resources Company

Debtors.

Case No.: 13-50301-MKN

Chapter 11

**DECLARATION OF LOUIS M. BUBALA  
III IN SUPPORT OF APPLICATION OF  
OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS TO EMPLOY  
ARMSTRONG TEASDALE LLP AS ITS  
COUNSEL NUNC PRO TUNC TO  
MARCH 12, 2013**

Hearing Date: May 2, 2013  
Time: 1:30 p.m.  
Place: 300 Las Vegas Blvd. So.  
Courtroom 2  
Las Vegas, NV 89101

I, Louis M. Bubala III, declare and state as follows:

1. I make this declaration in support of the application (the "Application") filed by the Official Committee of Unsecured Creditors (the "Committee"), to employ Armstrong Teasdale LLP (the "Firm") as its counsel in the above referenced case.

2. I am an attorney of the Firm and am duly admitted and licensed to practice in the State of Nevada and before the federal courts of Nevada.

3. The name, address, telephone number, and facsimile number of the Reno office of the Firm is as follows:

Armstrong Teasdale LLP  
50 W. Liberty St., Ste. 950  
Reno, NV 89501  
Telephone: (775) 322-7400  
Facsimile: (775) 322-9049

4. The Firm and its attorneys have represented creditors' committees in numerous bankruptcy cases nationwide in a wide range of industries, including the following cases in Nevada.

2010 American Pacific Financial Corp.  
2005 Skin Nuvo International, LLC  
1996 Abbott Transportation  
1996 AME, Inc.  
1995 Elsinore Corporation; Four Queens, Inc.; Four Queens Experience Corporation; Palm Springs East LP; Elsub Management Corporation  
1995 TriValley Broadcasting, Inc.  
1995 Merkley & Hankins, Inc.  
1995 CMC, Inc.  
1995 Oberg USA, Inc.  
1994 Pacific Coast Express  
1993 Robert L. Helms Construction; Paul R. Helms & Associates; J/P Associates; Double Diamond Ranch LP; Robert L. Helms and Pauline F. Helms  
1993 James H. Keller  
1992 Homestead Minerals Corporation  
1990 Thomas D. Armour, Jr.  
1989 Sunriver Mining Co.  
1988 Stead Industries, Inc.  
1986 Kinkade Mining & Construction; Dick Merritt  
1986 Meyer Construction, Inc.

5. Other attorneys in the Firm have served as counsel to unsecured creditor committees in Jones Truck Lines (Bankr. W.D. Ark.); Apex Oil (Bankr. E.D. Mo.); Union Financial Services Group (Bankr. E.D. Mo.); Wehrenberg Theatres (Bankr. E.D. Mo.); and Jumping Jack Shoes (Bankr. W.D. Mo.).

6. A copy of the resumes of the Firm's attorneys currently expected to work on this matter is attached to the Application as Exhibit A. Information on other attorneys in the Firm, and the Firm in general, can be found at the Firm's website: [www.armstrongteasdale.com](http://www.armstrongteasdale.com).

1           7.       The Firm's services are necessary to enable the Committee to execute its duties  
2 under Section 1103. Subject to further order of this Court, the Firm is expected to render the  
3 following services, among others, to the Committee:

- 4           a.       assisting, advising and representing the Committee in its consultations with the  
5 Debtors regarding the administration of this case;
- 6           b.       assisting, advising and representing the Committee in analyzing the Debtors' assets  
7 and liabilities, investigating the extent and validity of liens and participating in and  
8 reviewing any proposed asset sales, any asset dispositions, financing arrangements  
9 and cash collateral stipulations or proceedings;
- 10          c.       assisting, advising and representing the Committee in any manner relevant to  
11 reviewing and determining the Debtors' rights and obligations under leases and other  
12 executory contracts;
- 13          d.       assisting, advising and representing the Committee in investigating the acts, conduct,  
14 assets, liabilities and financial condition of the Debtors, the Debtors' operations and  
15 the desirability of the continuance of any portion of those operations, and any other  
16 matters relevant to this case or to the formulation of a plan;
- 17          e.       assisting, advising and representing the Committee in its participation in the  
18 negotiation, formulation and drafting of a plan of reorganization;
- 19          f.       assisting, advising and representing the Committee in understanding its powers and  
20 its duties under the Bankruptcy Code and the Bankruptcy Rules and in performing  
21 other services as are in the interests of those represented by the Committee;
- 22          g.       assisting, advising and representing the Committee in the evaluation of claims and  
23 on any litigation matters; and
- 24          h.       providing such other services to the Committee as may be necessary in these cases.

25           8.       To the best of my knowledge, neither the Firm nor any of its partners, of counsel, or  
26 associates has any connection with the Debtors, any creditors of the estate, any party in interest,  
27 their respective attorneys or accountants, the US Trustee, or any person employed in the office of  
28 the US Trustee, except as set forth herein:

- 29           a.       The Firm and its attorneys represents or has represented entities in unrelated  
30 matters *adverse* to entities related or affiliated with Secured Creditor Credit  
31 Suisse AG. The Firm's conflict check did not return any current or prior  
32 matters in which it represented Secured Creditor Credit Suisse AG or entities  
33 related or affiliated with it.

- b. Blake, Cassels & Graydon LLP (“Blake’s”) is employed as counsel to Credit Suisse AG in the related reorganization proceedings in Canada, and it is listed on the consolidated creditor matrix filed by Debtors (Ct. Dkt. #14). The Firm holds a law license in Shanghai, China, and Blake has a separate law license in Beijing, China. The Firm, Blake’s (through its subsidiary, Blake’s Asia, Inc.) and two additional law firms participate in a Delaware limited liability company, China Alliance, LLC, for purposes of marketing and referrals of legal work to the Firm’s Shanghai office and Blake’s Beijing office. The same law firms also are members of a Missouri limited liability company, China Alliance Business Consulting Group, LLC, which provides business consulting and government relations services in China. The China Alliance Business Consulting Group, LLC also holds a separate non-law consulting license with a representative office at the same office as the Firm’s law office in Shanghai.
- c. FTI Consulting, Inc., is employed as a financial advisor to Credit Suisse AG. The Firm has engaged an unrelated professional from FTI as an expert witness involving unrelated parties in an unrelated matter pending before Judge Beesley. The Firm and its attorneys also are aware of other unrelated matters in which both they and FTI are participating or have participated in.
- d. The Firm and its attorneys are or previously have participated in unrelated matters involving:
- i. Debtors’ local counsel Maupin Cox & Legoy, P.C.
  - ii. Credit Suisse AG’s counsel, Milbank Tweed Hadley & McCloy LLP and Downey Brand, LLP. A partner in the Los Angeles office of the Milbank firm has been selected as mediator by consensus of approximately 13 parties (including one represented by the Firm) for an unrelated adversary proceeding pending before Judge Zive.

- 1                   iii. Ad Hoc Consortium of Holders of Great Basin Gold Ltd 8.0%  
2                   Convertible Debentures counsel Brown Rudnick LLP and Fox  
3                   Rothschild LLP. Additionally, Mr. Goolsby was employed by Fox  
4                   Rothschild LLP from August 2010 through December 2011 but did  
5                   not work on this matter when he was employed there.
- 6                   iv. Fellow Committee counsel Pachulski Stang Ziehl & Jones LLP.  
7                   Additionally, Pachulski attorney John W. Lucas and I were law  
8                   school classmates.
- 9                   v. Although the Firm has not immediately identified any other current or  
10                  prior matters involving other professionals, it is possible that it has  
11                  been involved in matters with, among others, Debtors' counsel Sidley  
12                  Austin LLP; Debtors' financial advisor Alvarez & Marshal; KPMG  
13                  Inc., the monitor in the related Canadian proceedings; and fellow  
14                  Committee professionals BDO Consulting and BDO USA, LLP.
- 15                e. Among the Consolidated List of Twenty Largest Creditors (Ct. Dkt. #1), the  
16                Firm and its attorneys currently are or previously have been involved in  
17                unrelated matters with:
- 18                    i. The State of Nevada on numerous occasions.
- 19                    ii. Sandvik Mining & Construction USA, LLC, for which the firm  
20                    provided an opinion letter regarding an unrelated transaction in 2010.  
21                    The Firm also represents an adverse party to a related entity, Sandvik  
22                    Materials Technology Corporation, in an unrelated matter in  
23                    Missouri.
- 24                    iii. Q&D Construction, Inc. The Firm and its attorneys are unaware of  
25                    any matters involving this entity. Ms. Chubb has known Q&D  
26                    President Norman Dianda for many years. Prior to Q&D's  
27                    appointment to the Committee, Ms. Chubb had discussions regarding  
28                    this case with Mr. Dianda and Q&D's counsel.

iv. Quality Transportation, Inc. The Firm and its attorneys are unaware of any matters involving this entity. Prior to the Committee's engagement of the Firm, Ms. Chubb and I had discussions regarding this case with other counsel that have and do represent entities affiliated with Quality President John Davis.

9. In addition, the Firm does not employ any person that is related to a judge of this Court or the US Trustee for this region.

10. To the best of my knowledge, neither the Firm nor any of its partners, of counsel, or associates represents any interest adverse to that of the Committee or the Debtors or of the estates in the matters on which it is to be retained.

11. To the best of my knowledge, neither the Firm nor any of its partners, of counsel, or associates is a creditor, equity security holder, or an "insider" of the Debtors as that term is defined in section 101(31) of the Bankruptcy Code.

12. To the best of my knowledge neither the Firm nor any of its partners, of counsel, or associates is or was, within two years before the date of the filing of the petition, a director, officer, or employee of the Debtors.

13. To the best of my knowledge, the Firm is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code and the Firm does not hold any interest adverse to the estate.

14. Notwithstanding the foregoing, I do not believe that any of the relationships described herein will in any way impair the Firm's independence or ability to objectively perform the required services for the Committee.

15. The Firm has conducted an extensive conflict check within the Firm's database using the information listed on Debtor's Consolidated List of Creditors (Ct. Dkt. #14). Thus far, the Firm has not encountered any creditors of the Debtors in which an actual conflict exists between the Firm and such creditors. Exhibit 1 to this declaration is a list of current matters, unrelated to these bankruptcy cases, in which the Firm represents or is adverse to an entity listed on Debtor's Consolidated List of Creditors or what appears to be a related entity. The spreadsheet does not

1 include matters in which an entity identified by Debtor is a non-adverse party, such as a co-  
2 defendant, in a matter involving the Firm. The list also does not identify individuals listed by  
3 Debtors as they involved relatively common names and are not or do not immediately appear to be  
4 related to those identified in unrelated matters involving the Firm. The Firm also conducted a  
5 conflict check of individuals who are or have been directors, officers and shareholders of the  
6 Debtors but did not identify any matters involving them.

7 16. If, at any time during the course of this proceeding, the Firm learns of any  
8 representation that may give rise to a conflict, the Firm will promptly file with the Court and the US  
9 Trustee an amended declaration identifying and specifying such involvement.

10 17. Subject to the provisions of the Bankruptcy Code and the Bankruptcy Rules, the  
11 Committee proposes that the Firm be paid its customary hourly rates in effect from time to time and  
12 be reimbursed according to its customary reimbursement policies. The Firm was not paid any  
13 retainer prior to the filing of the Case. Subject to the provisions of the Bankruptcy Code, the  
14 Bankruptcy Rules, the Local Bankruptcy Rules and this Court's rules, the Firm shall be paid its  
15 customary hourly rates in effect from time to time and the Estates shall reimburse the Firm  
16 according to its customary reimbursement policies. The attorneys currently expected to be  
17 principally responsible for the Case, and their respective hourly rates are as follows: Janet L.  
18 Chubb (\$495); Bruce Leslie (\$495); Louis M. Bubala III (\$340); Conor Flynn (\$275); and Gordon  
19 R. Goolsby (\$250). The hourly rates for the paralegals assigned to the Case are: Barbara Salinas  
20 (\$180). The hourly rates of all of the Firm's attorneys and paraprofessionals are available upon  
21 request.

22 18. There are no arrangements between the Firm and any other entity for the sharing of  
23 compensation to be received in connection with this case, except insofar as such compensation may  
24 be shared among the partners, of counsel and associates of the Firm.

25 19. I am informed and believe that the Committee may retain additional professionals  
26 during the term of the engagement. The Firm may have worked with the additional professionals in  
27 the past and agrees to work cooperatively with such professionals on this Case to integrate any  
28 respective work conducted by the professionals on behalf of the Committee. The Firm has assured

1 the Committee that it will work closely with each of these firms to take care not to duplicate efforts  
2 in this Case.

3 I declare under penalty of perjury that the foregoing is true and correct.

4 Executed this 28<sup>th</sup> day of March, 2013.

5 /s/Louis M. Bubala III

6 LOUIS M. BUBALA III



# **EXHIBIT 1**

# **EXHIBIT 1**

<b>Consolidated Creditors (Dkt. #14)</b>	<b>Entity Identified in AT Conflict Check</b>	<b>AT's Relationship</b>
ADP	ADP, Inc.; Automated Data Processing	Potentially Adverse, 1 matter
Aecom	Aecom USA Inc.	Potentially adverse, 1 matter
Aon South Africa Ltd.	Aon	Prospective Adverse, 1 matter
Arthur J Gallagher (UK) Ltd.	Arthur Gallagher & Co.; Gallagher Bassett Services, Inc.; Arthur J Gallagher Risk Mgt.	Client, numerous matters; Client, numerous matters; Firm related entity provides electronic data management, 1 matter
AT&T	Numerous entities	Client, numerous matters
Avis	Avis Budget Group,, Inc.	Client, 2 matters
Bank of America	Bank of America, N.A.	Client, numerous matters
BASF Corporation; BASF Construction Chemicals LLC	BASF Corporation; Whitmire Microgen (affiliate); BASF Wyandotte Corporation	BASF Corporation and Whitmire, Clients, numerous matters; Corp/Wyandotte, Adverse, 1 matter
California State Board of Equalization	California State Board of Equalization	Client, 1 matter
Chartis	Numerous entities	Adverse, 3 matters
Chubb Insurance Company of Canada	Numerous entities	Various positions
Davis Graham & Stubbs LLP	Davis Graham & Stubbs	ALAS member
Dish Network	Dish Network LLC	Client, 1 matter
Enterprise; Enterprise Rent A Car; Enterprise Rent-A-Car USA	Numerous entities	Client
Ernst & Young	Ernst & Young; Ernst & Young LLP	Adverse or potentially adverse, 2 matters
Fedex	FedEx	Adverse, 1 matter
Federal Insurance Company	Federal Insurance Company	Related to Client, 2 matters
Ferguson	Ferguson [Enterprises, Inc.]	Adverse, 1 matter
Gowling Lafleur Henderson LLP	Gowling Lafleur Henderson LLP	Client, 1 matter
John Deere Financial	Numerous entities	Adverse or potentially adverse, 3 matters
Manpower	Manpower, Inc.	Client, 1 matter
Metalmark Capital	Metalmark Capital	Adverse, 1 matter
Micro Motion, Inc.	Micro Motion, Inc.	None for Micro Motion, Inc., but numerous matters for its parent entity, Emerson Electric

Napa Auto Parts; Scotty's Napa Autom Parts; Bianchis Auto Parts (Napa)	Genuine Parts Company a/k/a Napa Autom Parts	Potentially adverse, 1 matter
National Union Fire Insurance Company of Pittsburgh, PA	National Union Fire Insurance Company of Pittsburgh, PA	Client, 1 matter; Adverse, 1 matter
Nevada, State of	Numerous entities	Adverse, numerous matters
NV Energy	NV Energy	Client, 1 matter
Parsons Behle & Latimer	Parsons Behle & Latimer	Payor of fees in certain mediations or arbitrations
Philips Medical Systems	Philips Medical Systems	Potentially adverse, 1 matter
PriceWaterhouseCoopers LLP	PriceWaterhouseCoopers LLP; PriceWaterhouseCoopers Corporate Finance, Inc.	Adverse, 1 matter
Steptoe & Johnson LLP	Steptoe & Johnson LLP	ALAS member
Snap-on Industrial	Snap-on Inc.; Snap-on Equipment SRLa Unico Socio	Adverse, 2 matters
Snow, Christensen & Martineau	Snow, Christensen & Martineau	ALAS member
Special Olympics Nevada	Special Olympics of Nevada	B. Leslie, former board member
Super 8 Motel; Winnemucca Super 8 Motel	Numerous entities	Client, numerous matters
[U.S.] Attorney	Numerous entities	Adverse
U.S. Department of Agriculture	U.S. Department of Agriculture	Adverse, 1 matter; Funding source for adverse entity, 1 matter
[U.S.] Dept. of Homeland Security	U.S. Department of Homeland Security	Adverse, 1 matter
U.S. Department of the Interior (Bureau of Land Management)	U.S. Department of the Interior	Funding source for adverse entity, 1 matter
U.S. Department of Justice	U.S. Department of Justice	Adverse, 5 matters
U.S. Department of Labor (MSHA)	U.S. Department of Labor	Adverse, numerous matters
U.S. Department of Treasury	U.S. Department of Treasury	Funding source for adverse entity, 2 matters
[U.S.] Environmental Protection Agency	[U.S.] Environmental Protection Agency	Adverse, 8 matters
[U.S.] Equal Employment Opportunity Commission	Equal Employment Opportunity Commission	Adverse, numerous matters
[U.S.] Internal Revenue Service	Internal Revenue Service	Adverse, numerous matters
[U.S.] Post Office; U.S. Postal Service	United States Postal Service; United States Postal Inspection Service	Adverse, 2 matters
[U.S.] Securities & Exchange Commission	[U.S.] Securities & Exchange Commission	Adverse, 1 matter

United States Steel Corporation	United States Steel Corporation; US Steel	Various positions
UPS; UPS Freight; UPS Motor Freight; UPS Supply Chain Solutions, Inc.; United Parcel Services	Numerous entities	Client, numerous matters
US Bank	Numerous entities	Various positions
Verizon Wireless	Verizon Communications, Inc. (and related entities)	Adverse, 1 matter
Wal-mart	Wal-mart Stores, Inc.	Various positions
XL Insurance Company Ltd.	XL Insurance America, Inc; XL Insurance Company of New York, Inc.; XL Select Insurance Company	Adverse, 3 matters